



**Rajeswari**  
Infrastructure Limited

**26<sup>th</sup> ANNUAL REPORT**  
**2018-19**



## **CORPORATE INFORMATION**

CIN L72300TN1993PLC024868

Board of Directors

Shri G. RAMAMURTHY Chairman & Managing Director

Smt. R.USHA Whole-time Director

Shri M.S.ELANGO VAN Independent Director

Shri P.S.RAVI SHANKAR Independent Director

Shri M.VIJAYARAGHAVAN Independent Director

Shri P.KRISHNASAMY,ACS Company Secretary

Bankers

Indian Overseas Bank  
Corporation Bank  
Axis Bank  
HDFC Bank  
ICICI Bank  
Andhra Bank  
Karur Vysya Bank  
DBS Bank  
Equitas Small Finance Bank

M/s.N.SANKARAN & CO.,  
Chartered Accountants

Auditor

Registered Office

18/23, 2nd Cross Street  
East CIT Nagar, Nandanam,  
Chennai – 600 035.  
Tel No.: 044-45522434  
Email: rajeswariltd@gmail.com  
Website: www.rflindia.org

Registered &  
Share Transfer Agent

Cameo Corporate Services Limited  
Fifth Floor, Subramaniam Building,  
No.1, Club House Road, Chennai – 600 002,  
Tel.No: 91 – 44 – 28460390/91/92/93  
Email: investor@cameoindia.com

### Disclaimer

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statement – written and oral that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statement by using Words such as 'anticipate', 'estimate' 'expects', 'projects', 'intents', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized; although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking Statement, whether as result of new information, future events or otherwise.

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## **NOTICE TO THE MEMBERS**

Notice is hereby given that the 26th Annual General Meeting of the members of RAJESWARI INFRASTRUCTURE LIMITED will be held on Monday, 30th September, 2019 at 03.10 pm at Red Sun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100 to transact the following business:

### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. R. Usha (DIN: 00060348) who as per Section 152, who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. RE-APPOINTMENT OF MR. MEENAKSHI SUNDARAM ELANGO VAN (DIN : 03606302) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Meenakshi Sundaram Elangovan (DIN : 03606302), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., up to March 31, 2024;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **4. RE-APPOINTMENT OF MR. GURUSWAMY RAMAMURTHY (DIN 00060323) AS MANAGING DIRECTOR AND PAYMENT OF REMUNERATION:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby

accorded to the re-appointment of **Mr. Guruswamy Ramamurthy** (DIN: 00060323) as Managing Director of the Company for a period of 5 years with effect from 01.04.2019 to 31.03.2024 and payment of remuneration not exceeding Rs. 30,00,000/- p.a. for a period of three years with effect from 01.04.2019 to 31.03.2022, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**“RESOLVED FURTHER THAT** the any one of the directors of the Company, be and is hereby authorised for the purpose of giving effect to this resolution, to do all such acts, deeds, things and matters as it may in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be deemed necessary, proper, desirable and expedient.”

**5. RE-APPOINTMENT OF MRS. USHA (DIN 00060348), WHOLE-TIME DIRECTOR AND PAYMENT OF REMUNERATION:**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the re-appointment of **Mrs. Usha** (DIN: 00060348) as Whole-time Director of the Company for a period of 5 years with effect from 01.04.2019 to 31.03.2024 and payment of remuneration not exceeding Rs. 30,00,000/- p.a. for a period of three years with effect from 01.04.2019 to 31.03.2022, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**“RESOLVED FURTHER THAT** the any one of the directors of the Company, be and is hereby authorised for the purpose of giving effect to this resolution, to do all such acts, deeds, things and matters as it may in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be deemed necessary, proper, desirable and expedient.”

Place: Chennai  
Dated: 30.05.2019

By the order of the Board

**G. Ramamurthy**  
Chairman & Managing Director  
(DIN : 00060323)

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the business under Item Nos. 3 to 5 above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under Item Nos. 3 to 5 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.
3. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. Members are requested to carry their copy of the Annual Report to the AGM. Copies of the Annual Report will not be distributed at the Meeting.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote
6. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are Cameo Corporate Services Limited, having their office premises at 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002.
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from 24-09-2019 to 30-09-2019 (both days inclusive).
8. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.



9. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 (Form attached) duly filled in, to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
10. Members are requested to intimate immediately any change of address to their Depositories Participants (DPs) in respect of holdings in demat form and to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, in respect of their physical share folios, if any.
11. Members who are desirous of seeking any further information or clarifications, if any, particularly with regard to the accounts are requested to write to the Company, at least seven days in advance of the meeting so that the information can be made available at the meeting.
12. Pursuant to Section 108 of Companies Act, 2013, read with Rule 18 of Companies (Management and Administration) Rules, 2014, it has been decided to send all future communication from the Company including Notices, Annual Reports, Attendance slip, proxy form etc., to the shareholders in electronic form to their registered email address. Investors are requested to update their e-mail IDs with Depository Participants (DP) for shares held in electronic form or with the Registrar and Share Transfer Agent, Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002 (RTA) (or) the Company / RTA in case the shares are held in physical form.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Share Transfer Agent.
14. e-voting :

**The instructions for members for voting electronically are as under:- In case of members receiving e-mail:**

**(i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)**

**(ii) Click on "Shareholders" tab.**

**(iii) Now, select "Rajeswari Infrastructure Limited" from the drop down menu and click on "SUBMIT"**

**(iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character)**

**DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.**

(v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier for EVSN of voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Sequence number has been provided as Serial number in the address label. Eg. If your name is Ramesh Kumar with sequence number I then enter RA0000000I in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach

'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVEN for the relevant RAJESWARI INFRASTRUCTURE LIMITED on which you choose to vote.

(xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code, click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [secretarial@mdassociates.co.in](mailto:secretarial@mdassociates.co.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy :**

- (A) Please follow all steps from sl.no. (i) to sl.no. (xvi) above to cast vote.
- (B) The voting period begins on **27.09.2019, 9:00 A.M. and ends on 29.09.2019, 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2019, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [help desk.evoting@cdslindia.com](mailto:help desk.evoting@cdslindia.com).
- 15. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants. The ISIN Code is INE 016C01014.
- 16. Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more, to the credit of the Investor Education and Protection Fund ('the IEPF'). Shareholders/investors who have not encashed the dividend warrant(s) so far are requested to make their claim to the Secretarial Department, 18/23, 2nd Cross Street, East CIT Nagar, Nandanam, Chennai-600035. Shareholders are requested to please note that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, no claim shall lie in respect thereof.
- 17. The particulars of due dates for transfer of such unclaimed dividend to Investor Education and Protection Fund are furnished below:



Financial year	Date of Declaration of Dividend	Date of Transfer to Special Account / Unclaimed Account	Date of Transfer to IEPF
2011-2012	28.09.2012	18.10.2012	28.10.2019
2012-2013	18.09.2013	18.10.2013	18.10.2020
2013-2014	Dividend Not Declared	NA	NA
2014-2015			
2015-2016			
2016-2017			
2017-2018			
2017-2018			

18. The following registers are open for inspection during the AGM:

- i. Register of KMP u/s 170 of the Act
- ii. Register of contracts or arrangements in which the directors are interested u/s 189 of the Act.
- iii. Register of Members.
- iv. Register of Proxies.

Place: Chennai

Dated: 30.05.2019

By order of the Board

-Sd/-

**G. Ramamurthy**  
Chairman & Managing Director  
(DIN : 00060323)

Registered Office :  
18/23, 2nd Cross St., East CIT Nagar,  
Nandanam, Chennai - 600 035